

COPY

220945

ASSIGNMENT OF OVERRIDING ROYALTY

STATE OF LOUISIANA)
PARISH OF RED RIVER)

Dennis L. Mueller
RED RIVER PARISH, LA.

KNOW ALL MEN BY THESE PRESENTS THAT:

MARSHALL-WUELLNER, INC., a Louisiana corporation, whose address is 333 Texas Street, Suite 608, Shreveport, Louisiana 71101 (hereinafter referred to as "Assignor"), for and in consideration of the sum of One Hundred and No/100 Dollars (\$100.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, convey, transfer, assign and deliver unto:

TEXAS GAS DEVELOPMENT, L.P., a Texas limited partnership, whose address is 330 Marshall Street, Suite 1111, Shreveport, Louisiana 71101, as to an undivided forty-six percent (46%);

WUELLNER OIL & GAS, INC., whose address is 333 Texas Street, Suite 608, Shreveport, Louisiana 71101, as to an undivided twenty-three percent (23%);

MARSHALL OIL & GAS, INC., whose address is 333 Texas Street, Suite 608, Shreveport, Louisiana 71101, as to an undivided twenty-three percent (23%); and

JARRATT ENTERPRISES, L.L.C., whose address is 9304 Braewood Circle, Shreveport, Louisiana 71155, as to an undivided eight percent (8%),

(hereinafter collectively referred to as "Assignees") their successors and assigns, an overriding royalty interest equal to the percentage interest indicated adjacent to each Assignee's name and address, of that certain overriding royalty interest granted by Will-Drill Resources, Inc. to Marshall-Wuellner, Inc. under that Assignment of Overriding Royalty Interest executed August 22, 2005 but effective separately as of the effective date of each of the Leases (as defined in said Assignment of Overriding Royalty Interest) and recorded in the Conveyance Records of Red River Parish under Instrument No. 204492 Book 298, Page 402 (the "Will-Drill Assignment").

The terms and provisions of this Assignment shall be binding upon and inure to the benefit of Assignor and Assignees and their respective legal representatives, successors and assigns, forever.

This Assignment is made without any warranty, express or implied.

IN WITNESS WHEREOF, this instrument is executed this 12th day of January, 2010, but shall be effective separately as to each Lease (as defined in the Will-Drill Assignment) on the effective date of each such Lease.

WITNESSES:

ASSIGNOR:

Linda C. Hays
Printed Name: Linda C. Hays

J. H. Marshall
By: J. H. Marshall
Tim H. Marshall, President

Printed Name: COMENT, CONNIE



WITNESSES:

Printed Name: Linden Hayes
John L. Hayes
Printed Name: John L. Hayes

ASSIGNEES:

Texas Gas Development, L.P.
By: TGD LLC, its general partner
By: John L. Hayes, Manager

Wuellner Oil & Gas, Inc.

Printed Name: Wesley Harris
John L. Hayes
Printed Name: John L. Hayes

Wuellner Oil & Gas, Inc.

By: John L. Hayes
By: Dick E. Wuellner, President

Marshall Oil & Gas, Inc.

Printed Name: Wesley Harris
John L. Hayes
Printed Name: John L. Hayes

By: Tim H. Marshall, President

Jarratt Enterprises, L.L.C.

Printed Name: Wesley Harris
John L. Hayes
Printed Name: John L. Hayes

By: Paul A. Jarratt, President

[Acknowledgements Follow]

STATE OF LOUISIANA)

PARISH OF CADDO)

On this 12 day of January, 2010, before me appeared TIM H. MARSHALL, to me personally known, who, being by me duly sworn, did depose and state that he is the President of MARSHALL-WUELLNER, INC., a Louisiana corporation, and that said instrument was signed in behalf of said corporation and that he executed same as the free act and deed of said corporation for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

Stacy N. Worley, Notary Public
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary:

Stacy N. Worley, Notary Public
In and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

STATE OF LOUISIANA)
PARISH OF CADDO)

On this 12 day of January, 2010, before me appeared JOHN L. ILES, III, to me personally known, who, being by me duly sworn, did depose and state that he is the manager of TGD, LLC the general partner of TEXAS GAS DEVELOPMENT, LP, a Texas limited partnership, and that said instrument was signed on behalf of said general partner and that he executed same as the free act and deed of said limited liability company for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

Stacy N. Worley, Notary Public
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary:

Stacy N. Worley, Notary Public
In and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

STATE OF LOUISIANA)
PARISH OF CADDO)

On this 12 day of January, 2010, before me appeared Dirck E. Wuellner, to me personally known, who, being by me duly sworn, did depose and state that he is the President of WUELLNER OIL & GAS, INC., a Louisiana corporation, and that said instrument was signed on behalf of said corporation and that he executed same as the free act and deed of said corporation for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

Stacy N. Worley, Notary Public
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary:

Stacy N. Worley, Notary Public
In and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

STATE OF LOUISIANA)
)
PARISH OF CADDO)

On this 12 day of January, 2010, before me appeared Tim H. Marshall, to me personally known, who, being by me duly sworn, did depose and state that he is the President of MARSHALL OIL & GAS, INC., a Louisiana corporation, and that said instrument was signed on behalf of said corporation and that he executed same as the free act and deed of said corporation for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

Stacy N. Worley
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary:

STATE OF LOUISIANA)
)
PARISH OF CADDO)

On this 12 day of January, 2010, before me appeared Paul A. Jarrett, to me personally known, who, being by me duly sworn, did depose and state that he is the Manager of JARRATT ENTERPRISES, L.L.C., a Louisiana limited liability company, and that said instrument was signed on behalf of said limited liability company and that he executed same as the free act and deed of said limited liability company for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

Stacy N. Worley
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary:

Stacy N. Worley, Notary Public
in and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

COPY 220946

ASSIGNMENT OF OVERRIDING ROYALTY

STATE OF LOUISIANA)
PARISH OF RED RIVER)

KNOW ALL MEN BY THESE PRESENTS THAT:

MARSHALL-WUELLNER, INC., a Louisiana corporation, whose address is 333 Texas Street, Suite 608, Shreveport, Louisiana 71101 (hereinafter referred to as "Assignor"), for and in consideration of the sum of One Hundred and No/100 Dollars (\$100.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, convey, transfer, assign and deliver unto:

TEXAS GAS DEVELOPMENT, L.P., a Texas limited partnership, whose address is 330 Marshall Street, Suite 1111, Shreveport, Louisiana 71101, as to an undivided forty-six percent (46%);

WUELLNER OIL & GAS, INC., whose address is 333 Texas Street, Suite 608, Shreveport, Louisiana 71101, as to an undivided twenty-three percent (23%);

MARSHALL OIL & GAS, INC., whose address is 333 Texas Street, Suite 608, Shreveport, Louisiana 71101, as to an undivided twenty-three percent (23%); and

JARRATT ENTERPRISES, L.L.C., whose address is 9304 Braewood Circle, Shreveport, Louisiana 71155, as to an undivided eight percent (8%),

(hereinafter collectively referred to as "Assignees") their successors and assigns, an overriding royalty interest equal to the percentage interest indicated adjacent to each Assignee's name and address, of that certain overriding royalty interest granted by Will-Drill Resources, Inc. to Marshall-Wuellner, Inc. under that Assignment of Overriding Royalty Interest executed August 22, 2005 but effective separately as of the effective date of each of the Leases (as defined in said Assignment of Overriding Royalty Interest) and recorded in the Conveyance Records of Red River Parish under Instrument No. 204493 Book 298, Page 408 (the "Will-Drill Assignment").

The terms and provisions of this Assignment shall be binding upon and inure to the benefit of Assignor and Assignees and their respective legal representatives, successors and assigns, forever.

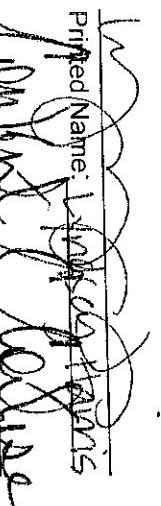
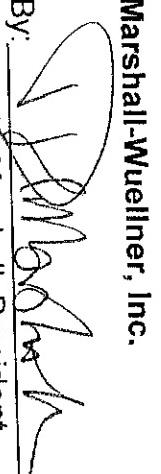
This Assignment is made without any warranty, express or implied.

IN WITNESS WHEREOF, this instrument is executed this 12th day of January, 2010, but shall be effective separately as to each Lease (as defined in the Will-Drill Assignment) on the effective date of each such Lease.

WITNESSES:

ASSIGNOR:

Marshall-Wuellner, Inc.


Printed Name: Tim H. Marshall

By: Tim H. Marshall, President
Printed Name: Tim H. Marshall

WITNESSES:

ASSIGNEES:

Printed Name: Lynsey Harris
Donald C. Miles

Printed Name: Donald C. Miles

Printed Name: Lynsey Harris

Printed Name: Donald C. Miles

Wuellner Oil & Gas, Inc.

By: Dick E. Wuellner, President

Printed Name: Lynsey Harris

Printed Name: Donald C. Miles

Marshall Oil & Gas, Inc.

By: Tim H. Marshall, President

Printed Name: Lynsey Harris

Printed Name: Donald C. Miles

Jarratt Enterprises, L.L.C.

By: Paul A. Jarratt, President

[Acknowledgements Follow]

STATE OF LOUISIANA)
)
PARISH OF CADDO)

On this 10 day of January, 2010, before me appeared TIM H. MARSHALL, to me personally known, who, being by me duly sworn, did depose and state that he is the President of MARSHALL-WUELLNER, INC., a Louisiana corporation, and that said instrument was signed in behalf of said corporation and that he executed same as the free act and deed of said corporation for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

John M. Wueellner
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary: _____

Stacy N. Worley, Notary Public
In and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

STATE OF LOUISIANA)
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PARISH OF CADDO)

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My Commission Expires
With Life.

John M. Wueellner
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary: _____

STATE OF LOUISIANA)
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PARISH OF CADDO)

On this 10 day of January, 2010, before me appeared Dirck E. Wueellner, to me personally known, who, being by me duly sworn, did depose and state that he is the President of WUELLNER OIL & GAS, INC., a Louisiana corporation, and that said instrument was signed on behalf of said corporation and that he executed same as the free act and deed of said corporation for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

John M. Wueellner
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary: _____

Stacy N. Worley, Notary Public
In and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

STATE OF LOUISIANA)
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PARISH OF CADDO)
)

On this 12 day of January, 2010, before me appeared Tim H. Marshall, to me personally known, who, being by me duly sworn, did depose and state that he is the President of MARSHALL OIL & GAS, Inc., a Louisiana corporation, and that said instrument was signed on behalf of said corporation and that he executed same as the free act and deed of said corporation for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

Stacy N. Worley
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary:

Stacy N. Worley, Notary Public,
In and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

STATE OF LOUISIANA)
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PARISH OF CADDO)

On this 10 day of January, 2010, before me appeared Paul A. Jarrett, to me personally known, who, being by me duly sworn, did depose and state that he is the Manager of JARRATT ENTERPRISES, L.L.C., a Louisiana limited liability company, and that said instrument was signed on behalf of said limited liability company and that he executed same as the free act and deed of said limited liability company for the purposes and consideration therein expressed and in the capacity therein stated.

My Commission Expires
With Life.

Stacy N. Worley
Notary Public, In and For Caddo Parish, LA
Printed Name of Notary:

Stacy N. Worley, Notary Public
In and For Caddo Parish, Louisiana
Notary ID No. 5693
My Commission is For Life

12/24/2009 10:45 AM
13 24510
Notary Public
Caddo Parish
Louisiana
Notary ID No. 5693
My Commission is For Life
Bearing Notary Seal Number 24510 and recorded in
Vol. 333, page 959 of Notary Seal Book
Given under my hand
on the 10th day of January, 2010.
B. Lee M. Wuehlner